

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELPHI CORPORATION, *et al.*, : Chapter 11
 : Case No. 05-44481 (RDD)
 :
Debtors. : Jointly Administered
 :
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**ORDER WITHDRAWING ORDER TO SHOW
CAUSE ISSUED AGAINST MACAUTO USA, INC.**

This Court having entered an Order to Show Cause dated November 3, 2005 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors"), directing Macauto USA, Inc. ("Supplier") to show cause at a hearing to be held on November 29, 2005 why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier absent payment of \$966,486.60 on account of pre-petition goods sold by Supplier to the Debtors, and Supplier and the Debtors having settled the issues raised by the Show Cause Order, and the parties having agreed, *inter alia*, that Supplier would return to the Debtors the sum of \$966,486.60 (the "Transfer") that the Debtors wired to Supplier on October 27, 2005 (the "Agreement"), and the Transfer having been returned by Supplier to the Debtors, it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
November 29, 2005

/s/Robert D. Drain
Robert D. Drain
United States Bankruptcy Judge